

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE

April 29, 2005

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TRA DOCKET ROOM

IN RE. Application for Approval of the Transfer )  
of Assets, Including Customers, of ICG Telecom )  
Group, Inc to Xspedius Management Co. Switched )  
Services, LLC and Xspedius Management Co. of )  
Chattanooga, LLC )

Docket No. 05-00103

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RESPONSE TO DATA REQUEST

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ICG Telecom Group, Inc. ("ICG"), Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Chattanooga, LLC (together, "Xspedius" and together with ICG, "Applicants") respectfully submit the following responses to the Data Request issued by the Tennessee Regulatory Authority ("TRA") on April 21, 2005.

1. Have the Applicants filed similar applications or notices in other states? If so, provide a listing of states and action taken.

**Response:** Yes. The applicants have filed similar applications or notices in the four (4) other states that are involved in the Transaction. Specifically, the results of the filings as of the date of this Response are as follows:

- a. Notice filings in the following states have been made and are complete: Alabama and Kentucky (filed April 21, 2005)
- b. Applications in the following states have been made and are *pending*: Georgia and North Carolina (filed April 18, 2005)

2. Have the Applicants filed a similar application with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a

schedule to complete the review of your application has been established by any federal agency, provide such with your response.

**Response:** Yes. A similar application was filed with the FCC on April 21, 2005. The FCC has assigned docket no. WC 05-180 to the domestic application. The international application has not yet been assigned a docket number. A similar application was not filed with any other federal agency. The application has not yet been put on Public Notice so there is no schedule for review established at this time; however, the Applicants anticipate that the FCC application will be automatically approved on a streamlined basis in early June 2005.

3. Provide a current organizational chart of Xspedius and ICG before and after the transaction.

**Response:** Please see *Attachment A* hereto. The organizational structures of Xspedius and ICG will be the same both before and after the transaction.

4. Provide the number of customers by class of service that ICG and Xspedius have in Tennessee.

**Response:** Xspedius has a total of 4,717 business customers in Tennessee. ICG has a total of 29 business customers in Tennessee.

5. Will all ICG customers in Tennessee be transferred to Xspedius?

**Response:** It is possible that not all ICG customers in Tennessee will be transferred to Xspedius. If there are ICG customers that do not consent to the transfer to Xspedius, ICG will continue to provide service to those customers.

6. What telecommunications services will ICG continue to provide under its current CCN in Tennessee after the transfer?

**Response:** If there are ICG customers that do not consent to the transfer to Xspedius, ICG will continue to provide telecommunications services under its current CCN to those customers in Tennessee. Those services include local and long distance telecommunications services, data services, information services and other communications solutions.

7. Consistent with TRA Rule 1220-4-2-.56(2)(d), provide a current customer notice or letter informing customers of the change in ownership and/or operating authority.

**Response:** A copy of the customer notice letter that will be sent to customers in accordance with TRA and FCC requirements is appended hereto as *Attachment B*. As permitted by Rule 1220-4-2-.56(2)(d)(2), the notification letter required by the FCC may be used for notification to customers in Tennessee. Tennessee customers will receive at least thirty (30) days advance notice of the transfer and will not be transferred absent TRA approval of the Transaction. The notification letter complies with the FCC's slamming rules as well as the TRA's rules. A copy of the self-certification letter will be filed shortly with the FCC certifying that the customer transfer is in compliance with all FCC regulations governing such transactions will be filed with the TRA upon filing with the FCC.

8. Confirm that Applicants will continue to operate under their present CCNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office.

**Response:** Yes. Applicants will continue to operate under their present CCNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office; however, should all ICG's Tennessee customers consent to be transferred to Xspedius, ICG may no longer operate in Tennessee and will make any necessary filings.

Respectfully submitted,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: Kristy R. Godsey

Henry M. Walker

Kristy R. Godsey

1600 Division Street, Suite 700

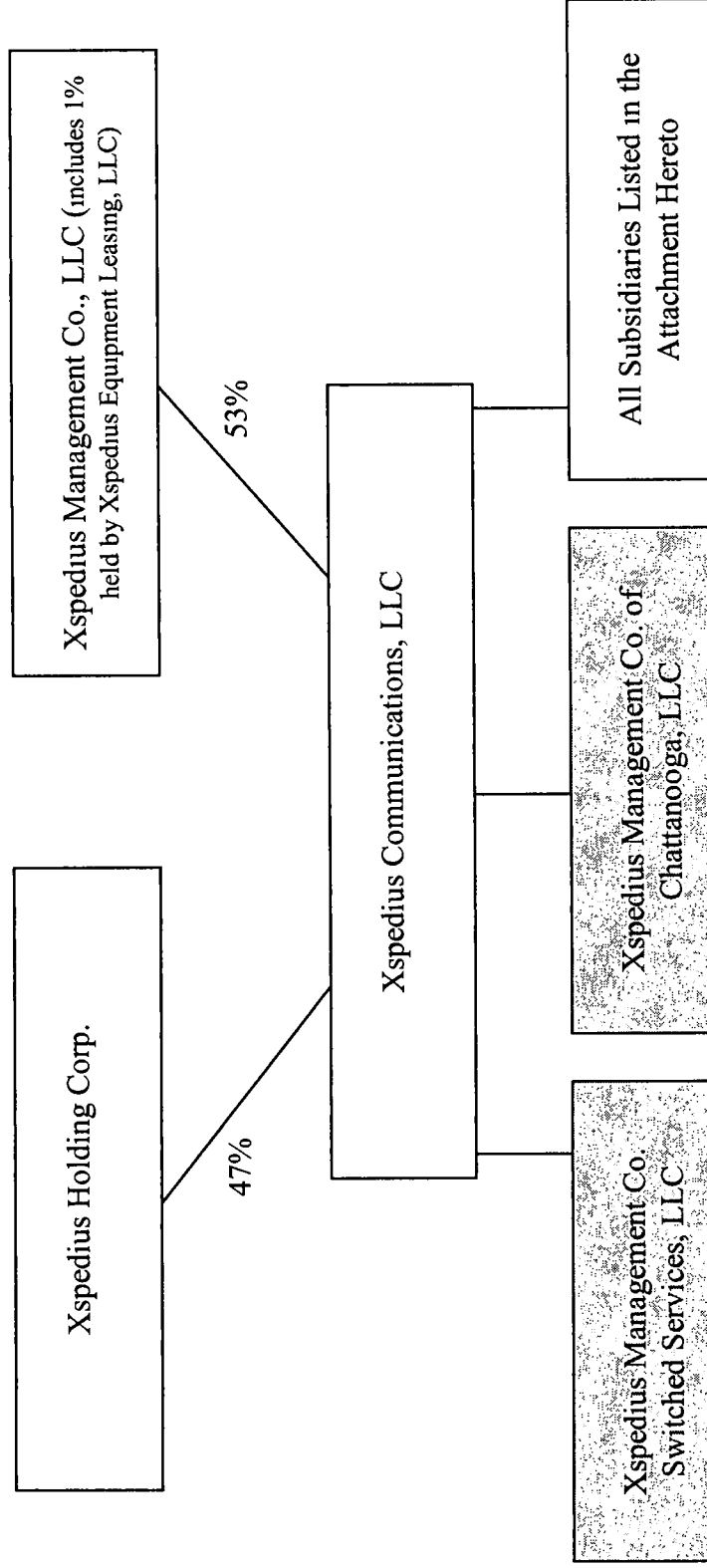
P.O. Box 340025

Nashville, Tennessee 37203

(615) 252-2363

# **ATTACHMENT A**

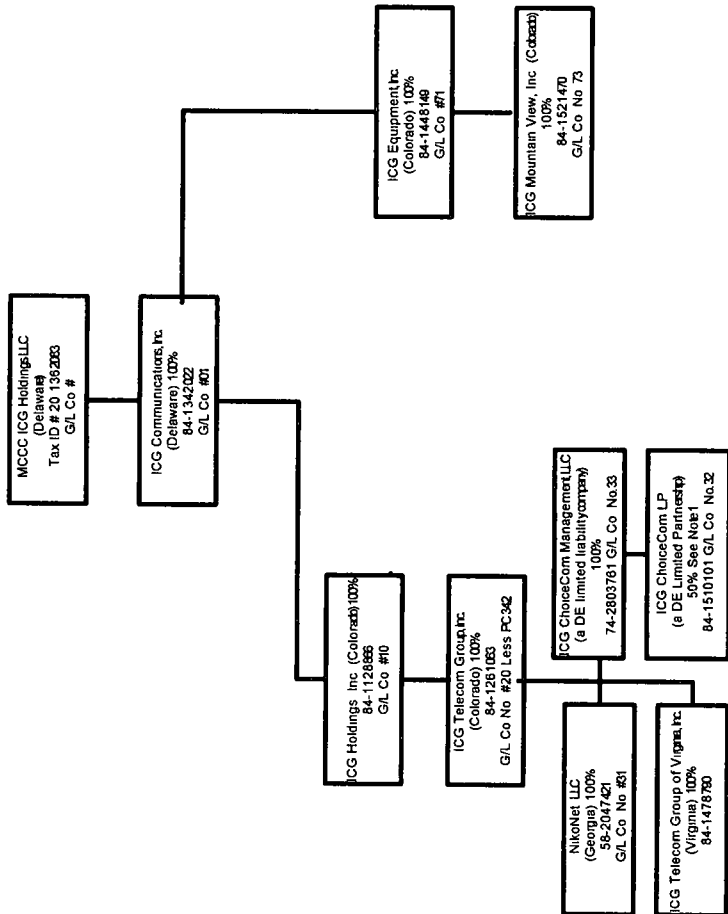
# XSPEDIUS CORPORATE STRUCTURE



 = Authorized to provide telecommunications services in Tennessee

Company Name	Domocile	Filing Date
Xspedius Management Co. International, LLC	Delaware	06/03/2002
Xspedius Management Co. of Albuquerque, LLC	Delaware	06/03/2002
Xspedius Management Co. of Atlanta, LLC	Delaware	06/03/2002
Xspedius Management Co. of Austin, LLC	Delaware	06/03/2002
Xspedius Management Co. of Baton Rouge, LLC	Delaware	06/03/2002
Xspedius Management Co. of Birmingham, LLC	Delaware	06/03/2002
Xspedius Management Co. of Charleston, LLC	Delaware	06/03/2002
Xspedius Management Co. of Colorado Springs, LLC	Delaware	06/03/2002
Xspedius Management Co. of Columbia, LLC	Delaware	06/03/2002
Xspedius Management Co. of D.C., LLC	Delaware	06/03/2002
Xspedius Management Co. of Dallas/Fort Worth, LLC	Delaware	06/03/2002
Xspedius Management Co. of El Paso, LLC	Delaware	06/03/2002
Xspedius Management Co. of Fort Worth, LLC	Delaware	06/03/2002
Xspedius Management Co. of Greenville, LLC	Delaware	06/03/2002
Xspedius Management Co. of Irving, LLC	Delaware	06/03/2002
Xspedius Management Co. of Jackson, LLC	Delaware	06/03/2002
Xspedius Management Co. of Jacksonville, LLC	Delaware	06/03/2002
Xspedius Management Co. of Kansas City, LLC	Delaware	06/03/2002
Xspedius Management Co. of Las Vegas, LLC	Delaware	06/03/2002
Xspedius Management Co. of Lexington, LLC	Delaware	06/03/2002
Xspedius Management Co. of Little Rock, LLC	Delaware	06/03/2002
Xspedius Management Co. of Louisiana, LLC	Delaware	06/03/2002
Xspedius Management Co. of Louisville, LLC	Delaware	06/03/2002
Xspedius Management Co. of Maryland, LLC	Delaware	06/03/2002
Xspedius Management Co. of Mobile, LLC	Delaware	06/03/2002
Xspedius Management Co. of Montgomery, LLC	Delaware	06/03/2002
Xspedius Management Co. of Pima County, LLC	Delaware	06/03/2002
Xspedius Management Co. of San Antonio, LLC	Delaware	06/03/2002
Xspedius Management Co. of Shreveport, LLC	Delaware	06/03/2002
Xspedius Management Co. of South Florida, LLC	Delaware	06/03/2002
Xspedius Management Co. of Spartanburg, LLC	Delaware	06/03/2002
Xspedius Management Co. of Tampa, LLC	Delaware	06/03/2002
Xspedius Management Co. of Tulsa, LLC	Delaware	06/03/2002
Xspedius Management Co. of Virginia, LLC	Delaware	06/03/2002

ICG Communications, Inc.



Notes  
1. The partners of this entity are ICG Telecom Group, Inc. limited partner with a 50% interest, ICG Equipment, Inc., limited partner with a 42% and ICG ChoiceCom Management LLC, general partner with a 1% interest.



# **ATTACHMENT B**



**AN IMPORTANT NOTICE REGARDING YOUR  
TELECOMMUNICATIONS SERVICE FROM ICG COMMUNICATIONS, INC. AND  
XSPEDIUS COMMUNICATIONS, LLC**

May 1, 2005

Dear Valued Customer:

We are very excited to inform you that the business and assets of ICG Communications, Inc. ("ICG"), and its affiliates in the states of Alabama, Georgia, Kentucky, North Carolina, and Tennessee are being acquired by Xspedius Communications, LLC ("Xspedius"), and its affiliates.

As part of this transaction, ICG customers will be transferred to Xspedius Management Co. Switched Services, LLC, an affiliate of Xspedius Communications, LLC, operating in all five states, as your new provider. Upon completion of the transaction and transition of ICG's business to Xspedius, ICG will no longer be providing telecommunications services to you in the five-state region. Xspedius and its affiliates will provide services to you under the single brand name of "Xspedius Communications."

The anticipated date for the transfer of your service to Xspedius Management Co. Switched Services, LLC is June 1, 2005, or as soon thereafter as the necessary governmental approvals can be obtained. As a customer of Xspedius, there will be no significant changes to the services you currently enjoy. For the foreseeable future, you will continue to receive all the features, current rates and terms and conditions of service that you receive today. Should there be any future changes in rates, terms and conditions of services, 30 days prior notice will be provided in writing or as otherwise permitted by law. Xspedius is committed to ensuring a smooth transition of your account.

Xspedius provides advanced, integrated telecommunications services targeted to small and medium business customers, including local and long distance telephone services in combination with enhanced communication features. Xspedius is already successfully operating in these states with nearly 10,000 business customers using our services. ICG customers will be pleased with the level of service provided by our local service and sales people. Additional information about Xspedius can be found on Xspedius' corporate website at [www.xspedius.com](http://www.xspedius.com).

You do not need to take any action, or pay any change charges, to be transferred to Xspedius. You will automatically become a customer of Xspedius Management Co. Switched Services, LLC upon completion of this transaction unless you exercise your right to choose another carrier and notify Xspedius in writing of such change within thirty (30) days of the date of this letter. If you have a term contract with ICG and you change providers, you will be responsible for any applicable early termination charges. If you have placed a "freeze" on your ICG services to prevent an unauthorized transfer to another carrier, it will be automatically lifted to implement the transfer of your service. At your request, Xspedius can reestablish freeze protection for you after the transfer.

Xspedius Communications, LLC appreciates the opportunity to provide you with high quality services and outstanding customer service support, and looks forward to serving your business needs now and in the future. Until the transfer of services is complete, ICG will be responsible for handling any technical support issues, complaints or disputes associated with your services. The ICG Customer Support Help Desk can be reached at (888) 424-4440. If you have any questions or concerns regarding this transaction, please feel free to contact Xspedius at 1-800-937-7473 or via e-mail at the following address: [ICGcustomers@xspedius.com](mailto:ICGcustomers@xspedius.com). Xspedius looks forward to building a long term telecommunications relationship with you.

Mark W. Senda  
Chief Executive Officer  
Xspedius Communications, LLC

Dan Caruso  
President & Chief Executive Officer  
ICG Communications, Inc.

Xspedius Notice Address

Xspedius Communications, LLC  
5555 Wingham Blvd., 3<sup>rd</sup> Floor  
O'Fallon, Missouri 63366  
Re ICG Customer